

# TROUTMAN SANDERS LLP

A T T O R N E Y S   A T   L A W  
A LIMITED LIABILITY PARTNERSHIP

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August 3, 2000

**VIA HAND DELIVERY**

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Room 704  
Washington, D.C. 20423

RECORDATION NO. 19530-A  
AUG 14 2000 4:32 PM  
SURFACE TRANSPORTATION BOARD

RE: Railcar File No. 19530-  
Covered Hoppers Leased by Paducah & Louisville Railway, Inc.

Dear Secretary Williams:

I am enclosing herewith an original and one duplicate original of a secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. A description of the equipment covered by the document follows hereafter.

Secondary Document: The secondary document filed herewith is:

Amendment to Memorandum of Lease, dated August 1, 2000, between General American Transportation Corporation, 500 West Monroe Street, Chicago, IL 60661-3630 ("Lessor"), and Paducah & Louisville Railway, Inc., 1500 Kentucky Avenue, Paducah, KY 42003 ("Lessee"), stating additions and deletions to the list of covered hopper cars to which the lease pertains.

The primary document to which this is connected is recorded under Recordation No. 19530.

The names and addresses of the parties to the secondary document are as follows:

Lessee:

Paducah & Louisville Railway, Inc.  
1500 Kentucky Avenue  
Paducah, KY 42003

TROUTMAN SANDERS LLP  
ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

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Lessor:

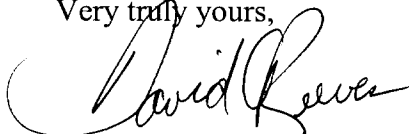
General American Transportation Corporation  
500 West Monroe Street  
Chicago, IL 60661-3630

Summary for the index:

Amendment to Memorandum of Lease, covering 49 covered hopper cars marked PAL  
subject to the lease.

Enclosed please find a check for this filing in the amount of \$26.00. Please return all  
enclosed documents not needed by the Board for recordation to the person delivering the filing.

Very truly yours,

A handwritten signature in black ink, appearing to read "David C. Reeves". The signature is fluid and cursive, with a large initial "D" and "R".

David C. Reeves  
Attorney for Paducah & Louisville Rwy., Inc.

19530-A

00 4-9 2 PM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF LEASE

This AMENDMENT TO MEMORANDUM OF LEASE is made as of this 1 day of August, 2000, by and between GENERAL AMERICAN TRANSPORTATION CORPORATION, whose mailing address is 500 West Monroe Street, Chicago, Illinois 60661-3630, as Lessor, and PADUCAH & LOUISVILLE RAILWAY, INC., whose address is 1500 Kentucky Avenue, Paducah, Kentucky, 42003, as Lessee.

WITNESSETH:

1. The Lessor and Lessee have amended that certain lease agreement dated December 8, 1994, relating to covered hopper cars (the "Lease"), as more specifically described in the MEMORANDUM OF LEASE which was filed with the Interstate Commerce Commission and recorded in Recordation File No. 19530, by adding and deleting cars subject to the Lease and MEMORANDUM OF LEASE as follows:

a. Cars added: PAL 850718; PAL 850723; PAL 850726; PAL 850764; PAL 850768 and PAL 850769.

b. Cars deleted: PAL 850429; PAL 850770; PAL 850773; PAL 850907; PAL 850908; PAL 850909; PAL 850910; PAL 850912, and PAL 850913.

2. The execution and delivery of this AMENDMENT TO MEMORANDUM OF LEASE is not intended to and shall not change, modify, amend or enlarge the provisions of the Lease (including modifications thereto executed by Lessee and Lessor, whether or not recorded with the Interstate Commerce Commission or the Surface Transportation Board). The Lessor and Lessee agree that this AMENDMENT TO MEMORANDUM OF LEASE shall be recorded with

the Surface Transportation Board, successor to the recordation responsibilities of Interstate Commerce Commission pursuant to 49 U.S.C. Section 11301 (1994 and Supp. II 1996).

IN WITNESS WHEREOF, the parties hereto have caused this AMENDMENT TO MEMORANDUM OF LEASE to be duly executed by their duly authorized representatives as of this 1 day of August, 2000.

Attest:  
(Lessor)

Lisa M. Stane  
(Corporate Seal)

Lessor:

GENERAL AMERICAN  
TRANSPORTATION CORPORATION

By John M. E...  
Name: John M. E...  
Title: VP Dir Fleet Mgt

Attest:  
(Lessee)

J. Thomas St...  
(Corporate Seal)

Lessee:

PADUCAH & LOUISVILLE RAILWAY,  
INC.

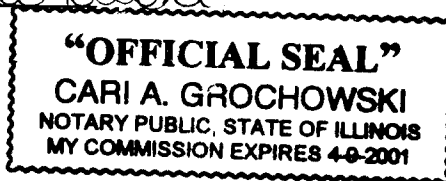
By Anthony V. Reed  
Name: ANTHONY V. REED  
Title: PRESIDENT & CEO

STATE OF ILLINOIS       )  
                                      ) SS  
COUNTY OF COOK        )

On this 10<sup>th</sup> day of August, 2000, in Cook County, Illinois, before me personally appeared Todd M. Emro, to me personally known, who being by me duly sworn, says that [s]he is the ~~Naming Director~~ Managing Director of GENERAL AMERICAN TRANSPORTATION CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cari A. Grochowski  
Notary Public

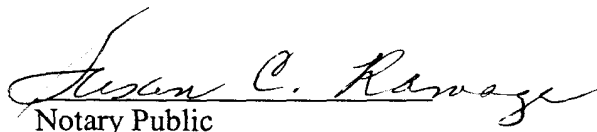
[NOTARIAL SEAL]



My commission expires: 4-9-2001

STATE OF KENTUCKY                    )  
  ) SS  
COUNTY OF McCracken            )

On this 31<sup>st</sup> day of <sup>July 8<sup>th</sup></sup> ~~August~~, 2000, in McCracken County, Kentucky, before me personally appeared ANTHONY V. RECK, to me personally known, who being by me duly sworn, says that [s]he is the PRESIDENT & CEO of PADUCAH & LOUISVILLE RAILWAY, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]

My commission expires: 10-10-2001